



November 3, 2020

Via Email

Ms. Beth Andrews  
MetLife Policyholder Trust c/o Wilmington Trust Company, as Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

Re: Disclaimer of Control relative to Superior Vision Insurance Plan of Wisconsin, Inc. by and on behalf of MetLife Policyholder Trust and Wilmington Trust Company, as Trustee for MetLife Policyholder Trust dated October 6, 2020

Dear Ms. Andrews:

The following information is requested in furtherance of this Office's review of the Disclaimer of Control relative to Superior Vision Insurance Plan of Wisconsin, Inc. by and on behalf of MetLife Policyholder Trust and Wilmington Trust Company, as Trustee for MetLife Policyholder Trust dated October 6, 2020. These same questions have been directed to MetLife, Inc. as regards its interests and concerns, as distinct from those of MetLife Policyholder Trust and Wilmington Trust Company, as Trustee for MetLife Policyholder Trust.

1. Was the MetLife Policyholder Trust Agreement by and among Metropolitan Life Insurance Company and MetLife, Inc. and Wilmington Trust Company and ChaseMellon Shareholder Services, L.L.C. dated as of November 3, 1999 ever provided to the policyholders who had the right to vote on the demutualization of Metropolitan Life Insurance Company?
2. Was the MetLife Policyholder Trust Agreement by and among Metropolitan Life Insurance Company and MetLife, Inc. and Wilmington Trust Company and ChaseMellon Shareholder Services, L.L.C. dated as of November 3, 1999 ever provided to the U.S. Securities and Exchange Commission? If so, has this agreement been held as confidential by the U.S. Securities and Exchange Commission?
3. In Wisconsin, it is exceptionally rare for disclaimers of control to be confidential. By keeping disclaimers of control public, the Wisconsin Office of the Commissioner of Insurance (the "OCI") can better surveil whether or not disclaimers of control are accurate and that they remain so. The limited instances of confidentiality would generally involve situations in which we are coordinating a response with the federal government during an economic crisis. However, in the Disclaimer of Control relative to Superior Vision Insurance Plan of Wisconsin, Inc. by and on behalf of MetLife Policyholder Trust and Wilmington Trust Company, as Trustee for MetLife Policyholder Trust, dated October 6, 2020, MetLife Policyholder Trust and Wilmington Trust Company, as Trustee for MetLife Policyholder Trust, requested that the filing of this Disclaimer of Control with the OCI be treated confidentially as it contains proprietary information and confidential strategies that are not otherwise available to the public and that, if disclosed, could cause substantial injury to the competitive position of the MetLife Policyholder Trust and Wilmington Trust Company, as Trustee for MetLife Policyholder Trust, and MetLife, Inc. Please identify the specific wording within the

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Disclaimer of Control and its Exhibits that, if disclosed, could cause substantial injury to the competitive position of MetLife Policyholder Trust and Wilmington Trust Company, as Trustee for MetLife Policyholder Trust.

4. Are there any filings with the U.S. Securities and Exchange Commission that disclose the percentage of common stock or other economic interests that MetLife Policyholder Trust and Wilmington Trust Company, as Trustee for MetLife Policyholder Trust, have in MetLife, Inc.? If so, have any such filings been held as confidential by the U.S. Securities and Exchange Commission? If so, have any such filings been held as publicly available by the U.S. Securities and Exchange Commission?

Thank you for your time and consideration. If you have questions on this or any other matter in which I may be of some assistance, please call me at (608) 267-4388.

Sincerely,



Steven J. Junior, Insurance Program Manager  
Division of Financial Regulation

cc: Jay W. Klein, MetLife Group, Inc. (via email)  
Stephanie H. Dobecki, Sidley Austin LLP (via email)  
Daniel L. McAvoy, Polsinelli PC (via email)